

RECORDATION NO. 16095-1 FILED

FEB 2 '99

1-15 PM

ALVORD AND ALVORD
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URBAN A. LESTER

(202) 393-2266

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January 25, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Statement of Change in Reporting Marks and Road Numbers addressed to the Board, dated December 22, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission/Board under Recordation Number 16095.

The name and address of the party to the enclosed document are:

The Burlington Northern and
Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, TX 76131

A description of the railroad equipment covered by the enclosed document is:

set forth on the Schedule attached to the Statement.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

C. Quarter Master

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord And Alvord
918 Sixteenth St. NW., Ste. 200
Washington, DC., 20006-2973

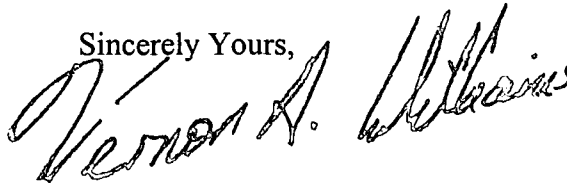
Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.

11301 and CFR 1177.3 (c), on 2/2/99 at 1:15PM, and

assigned recordation numbers (s): 14203-A, 15816-A, 18140-A, 19532-G,
19532-H, 19532-I, 9588-D, 10534-T, 11188-J,
11444-L, 12644-I, 12687- E, 13628-F, 16095-K,
and 18284- K

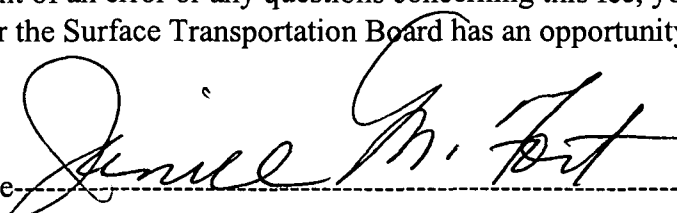
Sincerely Yours,


Vernon A. Williams

Enclosure(s)
390.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature _____



BNSF



PATRICK J. OTTENSMEYER
Vice President - Finance
and Treasurer

The Burlington Northern and Santa Fe Railway Company

2650 Lou Menk Drive
Fort Worth, Texas 76131

December 22, 1998

RECORDATION NO. 16095-K FILED
FEB 2 '99 1-15 PM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution
Washington, DC 20423

Re: Statement of Change in Reporting Marks and Road Numbers

Dear Mr. Secretary:

Please be advised that the reporting marks and road numbers of the locomotives identified in the attached schedule or schedules have been, or will be, changed as set forth therein.

THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY

By: 

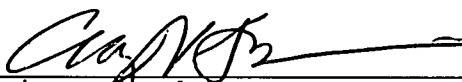
Patrick J. Ottensmeyer
Vice President - Finance and Treasurer

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 23rd day of December, 1998, before me, a Notary Public in and for said County and State, personally appeared Patrick J. Ottensmeyer, who being by me duly sworn, says that he is Vice President - Finance and Treasurer of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on December 23 1998, on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.




Craig N. Smetko
Notary Public
My Commission Expires 01/12/99
Residing in Cook County, Illinois

RECORDATION NUMBER: 16095

Equipment Description:

Number of Units: thirty-five (35)
Model: GP39E

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN	2750
BN	2751
BN	2752
BN	2753
BN	2754
BN	2755
BN	2756
BN	2757
BN	2758

BNSF	2740
BNSF	2741
BNSF	2742
BNSF	2743
BNSF	2744
BNSF	2745
BNSF	2746
BNSF	2747
BNSF	2748

BN	2800
BN	2801
BN	2802
BN	2803
BN	2804
BN	2805
BN	2806
BN	2807
BN	2808
BN	2809

BNSF	2800
BNSF	2801
BNSF	2802
BNSF	2803
BNSF	2804
BNSF	2805
BNSF	2806
BNSF	2807
BNSF	2808
BNSF	2809

BN	2875
BN	2876
BN	2877
BN	2878
BN	2879
BN	2880

BNSF	2875
BNSF	2876
BNSF	2877
BNSF	2878
BNSF	2879
BNSF	2880

BN	2925
BN	2926
BN	2927
BN	2928
BN	2929
BN	2930
BN	2931
BN	2932
BN	2933
BN	2934

BNSF	2925
BNSF	2926
BNSF	2927
BNSF	2928
BNSF	2929
BNSF	2930
BNSF	2931
BNSF	2932
BNSF	2933
BNSF	2934

Equipment Description:

Number of Units: thirteen (13)
Model: GP40E

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN	3500	BNSF	3000
BN	3501	BNSF	3001
BN	3502		
BN	3503	BNSF	3002
BN	3504	BNSF	3003
BN	3505	BNSF	3004
BN	3506	BNSF	3005
BN	3507	BNSF	3006
BN	3508	BNSF	3007
BN	3550	BNSF	3025
BN	3551	BNSF	3026
BN	3552	BNSF	3027
BN	3553	BNSF	3028
BN	3554	BNSF	3029
BN	3555		

Casualties: BN 3502, 3555